

Draft Interim Bylaws **Revised February 2, 2005**

Article I

Purpose and Council Authority

The Council on Technology Services is established as an advisory council, within the meaning of § 2.2-2100, to advise the Chief Information Officer on the services provided by the Virginia Information Technologies Agency and the development and use of applications in state agencies and public institutions of higher education. The Council on Technology Services is an executive branch advisory council established by *Code of Virginia* Chapter 25 (§ 2.2 -2651) of Title 1 (the "Act").

Article II

Council Powers and Duties

The Council on Technology Services shall advise the Chief Information Officer on the services provided by the Virginia Information Technologies Agency (VITA) and the development and use of applications in state agencies and public institutions of higher education.

In addition, the Council on Technology Services shall actively promote to its constituents the initiatives and recommendations of the Council.

Article III

Membership of the Council on Technology Services

Pursuant to the Act, the COTS shall consist of 19 members that include 16 members to be appointed by the Chief Information Officer and three ex officio members as follows: one designated information technology resource of an executive branch agency from each of the Secretariats of Administration, Commerce and Trade, Education, Finance, Health and Human Resources, Natural Resources, Public Safety, and Transportation; four designated information technology resources from public institutions of higher education; one representative from an independent agency of state government; and three representatives from public bodies other than the Commonwealth selected from a list of names submitted by the Virginia Local Government Information Technology Executives (VaLGITE).

For terms coincident with their terms of office, the following shall serve as ex officio, voting members of the COTS: Secretary of Technology, Director of Information Systems of the Supreme Court of Virginia, and Director of the Division of Legislative Automated Systems.

Members shall be appointed for a term of two years and shall be eligible for reappointment.

Article IV

Terms and Responsibilities of the Chair and the Vice Chair of the Council

Pursuant to the Act, the Chief Information Officer of the Commonwealth shall serve as Chair of the Council for a term coincident with his or her term in office.

The Chair shall preside over and facilitate all full Council meetings. In the event the Chair is not present, the Vice Chair shall preside.

The Chair of the Council:

- A. Has the authority to call meetings of the Council and any Council Workgroups.
- B. Has the authority to designate the Executive Director and other such personnel necessary for the Council to perform its duties.
- C. Has the authority to request materials, resources, data, and assistance from State agencies and institutions of higher education.

Article V

Responsibilities of the Executive Director and Staff

The Executive Director shall serve as the Council's agent for all matters related to the Council's activities. In addition, the Executive Director is responsible for providing adequate staff support to the Council for accomplishing the following:

- A. Maintaining official records of Council activities of any kind.
- B. Arranging meetings and providing the required notice of each meeting.
- C. Maintaining the roll.
- D. Preparing the minutes of all meetings.
- E. Preparing or overseeing official correspondence.
- F. Maintaining official records and filing all papers and submissions required by law or regulations.
- G. Serving as liaison between Council members and the Chief Information Officer of the Commonwealth, the Virginia Information Technologies Agency, other agencies of state government, and local governments in the Commonwealth.

- H. Providing updates, news items, announcements, upcoming conferences, and articles or papers of interest to Council members.
- I. Updating and maintaining the Council website.
- J. Completing all other duties and responsibilities as assigned by the Council.

Staff support to COTS Workgroups shall be provided by the Virginia Information Technologies Agency. Workgroups may elect to provide staff support from other sources.

Article VI

Meetings

Pursuant to the Act, the Council shall meet quarterly and at such other times as may be called by the Chair. The Freedom of Information Act (§ 2.2-3701) defines meetings as work sessions, when sitting as a body or entity, or as an informal assemblage of as many as three members, with or without minutes being taken, whether or not votes are cast, of any public body. Council meetings shall be conducted pursuant to Robert's Rules of Order.

A. Quorum and Voting Procedures.

- 1. A majority of the members shall constitute a quorum.
- 2. The Council, or any part thereof, may not vote when a quorum is not physically present. However, when meeting by videoconference pursuant to Chapter 704 of 1999 Acts of Assembly, as amended ("Chapter 704"), a quorum may be established by counting members who are present by videoconference.
- 3. Members may send designees to participate on their behalf in meeting discussions. Members' designees shall not be counted when establishing a quorum and shall not vote.
- 4. Each Council member shall have a single vote and must be present, in person or by telephone or videoconference (pursuant to *Code of Virginia*, § 2.2-3708 or Chapter 704) to exercise that vote.
- 5. For votes on administrative matters and substantive findings and recommendations, the Chair or the Chair's Designee shall request a motion for a vote. Upon a motion and a second, administrative matters and substantive findings and recommendations must be approved by a majority vote of the Council members currently serving, present, and eligible to vote. Each vote at regular meetings shall be entered by voice vote. Roll call votes shall be instituted when no clear majority can be discerned from the voice vote or at the request of any member, or whenever the meeting is being conducted by telephone or videoconference.

B. Open and Closed Meetings.

- 1. All meetings of the Council shall be open, except for closed meetings authorized by the Freedom of Information Act.

2. No meeting shall be conducted through telephonic, video, electronic or other communication means where the members are not physically assembled to discuss or transact public business, except as provided in *Code of Virginia* § 2.2-3708 or Chapter 704.
3. The Council shall give notice of the date, time, and location of its meetings by placing the notice on the Commonwealth Calendar, at the Office of the Chief Information Officer of the Commonwealth, and the COTS website (www.vita.virginia.gov/cots). The notice shall be posted at least three (3) working days prior to the meeting for regular meetings, or seven (7) days prior to meetings held pursuant to Chapter 704, or thirty (30) days prior to meetings held pursuant to § 2.2-3708. Notices shall state whether public comment will be received at the meeting and, if so, the approximate point during the meeting when public comment will be received.
4. Reasonable notice of special or emergency meetings shall be given contemporaneously with the notice provided to Council members, provided that the meeting is conducted in person or pursuant to Chapter 704.
5. Any person may annually file a written request for notification with the Council. The request shall include the requester's name, organization, address, telephone number, and electronic mail address. The Council shall provide notice of all meetings directly to each requestor. Without objection by the person, the Council may provide electronic notice of all meetings in response to such requests.
6. At least one copy of the agenda and all meeting materials, unless exempt from public disclosure under the Freedom of Information Act, shall be made available for public inspection at the same time such documents are furnished to the members of the Council. For meetings by telephone or videoconference, a copy of the agenda and meeting materials shall also be made available at all meeting locations where public access will be provided.
7. The foregoing does not prohibit the gathering or attendance of two or more members of a public body (i) at any place or function where no part of the purpose of such gathering or attendance is the discussion or transaction of any public business, and such gathering or attendance was not called or prearranged with any purpose of discussing or transacting any business of the public body or (ii) at a public forum, candidate appearance, or debate, the purpose of which is to inform the electorate and not to transact public business or to hold discussions relating to the transaction of public business, even though the performance of the members individually or collectively in the conduct of public business may be a topic of discussion or debate at such public meeting.
8. Any person may photograph, film, record or otherwise reproduce any portion of a meeting required to be open. The public body conducting the meeting may adopt rules governing the placement and use of equipment necessary for broadcasting, photographing, filming or recording a meeting to prevent interference with the proceedings.
9. Minutes shall be recorded at all open meetings. Minutes, including draft minutes, and all other records of open meetings, including audio or audio/visual records shall be deemed public records and subject to the provisions of the Freedom of

Information Act. Audio or audio/visual records of open meetings shall be public records that shall be produced in accordance with § 2.2-3704 of the *Code of Virginia*.

10. Closed meetings are permitted only for one or more of the reasons specified in § 2.2-3711, and are not permitted at all during meetings held pursuant to § 2.2-3708. The procedures for going into closed meeting and reconvening in public as outlined in § 2.2-3712 shall be followed.

C. Agenda and Presentations.

The Chief Information Officer of the Commonwealth shall prepare the agenda for full Council meetings. Any member of the Council may submit any item, including proposed presentations, to the Chief Information Officer of the Commonwealth for consideration at a meeting of the entire Council or any Workgroup thereof. In addition, non-members, including members of the public, through an individual Council member or the Executive Director, may submit items for consideration. Items must be submitted to the Chief Information Officer of the Commonwealth within a reasonable timeframe, no later than ten (10) days prior to the Council meeting. The Council shall have the discretion to defer issues and to consider requests requiring immediate action at any time.

D. Meeting Conduct and Proceedings.

1. Seating for the Council members will be designated for and occupied only by Council members or their Designees.
2. The Chair (or designee) shall ensure the orderly conduct of Council business, including recognizing members of the Council and other persons to speak, imposing reasonable limitations on the length of time a speaker may hold the floor, determining the order in which members may question speakers, and conducting votes of Council members.
3. Meetings will be conducted in accordance with the meeting agenda. At a minimum, agenda items shall include Call to Order, Approval of Minutes, New Business, Public Comment, and Adjournment.
4. Topics for consideration at Council meetings shall be restricted to those items listed in the posted agenda. Deviations from the agenda are subject to Council approval. In meetings held by telephone or videoconference, topics for consideration shall be restricted to the purposes of the meeting that were listed in the notice of the meeting. The Chair will follow Virginia law, these bylaws, and Robert's Rules of Order to make any administrative or procedural determinations.
5. For meetings conducted by telephone or videoconference at which public comment will be received, provision must be made to afford the public with the same opportunity to address the Council as is afforded to persons attending the primary location for the meeting.
6. During the course of any meeting held pursuant to Chapter 704, the Chair shall make an announcement that Chapter 704 of 1999 Acts of Assembly, as amended, requires the Council to make a report to the Virginia Freedom of Information Advisory Council and to the Joint Commission on Technology and Science by

September 15 of each year; that this report will list certain details about this and other meetings held pursuant to Chapter 704; and that these details will include information about the number of public participants and a summary of any public comment received about this electronic communication meeting, and other information as listed in section 13 of Chapter 704.

E. Minutes and Reports.

1. Minutes shall be recorded at all Council meetings, including COTS Workgroup meetings.
2. The Council's records shall be kept in accordance with the Virginia Public Records Act, §§ 42.1-76 et seq. of the Code of Virginia. The Council shall not destroy or discard public records without a retention and disposition schedule approved by the Librarian of Virginia.
3. Minutes of Council meetings shall be prepared by the Executive Director and distributed to each Council member. Minutes of Workgroup meetings shall be prepared by Workgroup staff consistent with standard format and content guidance approved by the Council. Minutes of meetings shall be available to the public upon request, except for minutes taken at closed meetings, and shall be made available on the COTS website (www.vita.virginia.gov/cots). The minutes shall include but are not limited to:
 - a. The date, time, and location of the meeting
 - b. ~~The members of the public body recorded as present and absent; and a record of other persons present (including the names of the staff, guests, and presenters).~~
 - c. A summary of the discussion on matters proposed, deliberated or decided, and a record of any votes taken. All votes at meetings held by telephone or videoconference shall be taken by roll call vote
 - d. A complete and accurate description of the conclusions reached..
 - e. Copies of all reports and presentations received, issued, or approved by the Council or its Workgroups.
4. An audio or audio-visual recording shall be made of meetings held pursuant to Chapter 704. An audio recording shall be made of any telephonic meeting held pursuant to § 2.2-3708. An audio-visual recording shall be made for any video conference meeting held pursuant to § 2.2-3708.

Deleted: A record of the persons present (including the names of the members, staff, guests, and presenters).

Article VII **Workgroups**

The Council shall establish such standing and ad-hoc Workgroups as it deems appropriate to carrying out its responsibilities. Workgroup members shall be chosen to include representation from state agencies, local government, and higher education and subject

matter experts. Workgroups shall be chaired or co-chaired by COTS members appointed by the Chief Information Officer of the Commonwealth and approved by the Council. In the instance of co-chairs, at least one shall be a Council member.

The provisions of the Freedom of Information Act apply to Workgroups, including open and closed meetings and recording of minutes (See Article VI, Sections B and E).

Article VIII

Freedom of Information Act and Public Records

Pursuant to the Freedom of Information Act, public records are all writings and recordings which consist of letters, words or numbers, or their equivalent, set down by handwriting, typewriting, printing, Photostatting, photography, magnetic impulse, optical or magneto-optical form, mechanical or electronic recording or other form of data compilation, however stored, and regardless of physical form or characteristics, prepared or owned by, or in the possession of the Council or its officers, employees, or agents in the transaction of public business.

- A. All public records are open for inspection and copying during the regular office hours of the records' custodian, the Executive Director.
- B. Precautions must be taken by the records' custodian, the Executive Director, for the preservation and safekeeping of all official Council records.
- C. Requests for records must be made with reasonable specificity.

The Freedom of Information Act does not prohibit disclosure of any public record. The Act exempts certain records from required disclosure. The response for requests for records:

- 1. Must be made within five business days after receipt of the request.
- 2. Requested records must be provided unless a statutory exemption applies. Specific exemption to the disclosure requirements of the Act are detailed in § 2.2-3705.1 through 2.2-3705.8.
- 3. If an exemption applies, a written explanation must be given explaining why the records are not being produced, identify with reasonable particularity the volume and subject matter of withheld records, and citing the specific exemption.
- 4. If a statutory exemption applies to some, but not all, of the requested records, the exempted portion of the records may be deleted and the remainder of the records disclosed. A written explanation must be given to the requestor explaining why the deleted portions of the records are not available, with specific reference to the statutory exemption claimed.
- 5. Public bodies are not required to create a document if it does not already exist.

Article IX

Conflict of Interest

Council members shall file, as a condition of membership to the Council, a disclosure form of their personal interests and such other information as is specified on the form required by the Secretary of the Commonwealth, and thereafter shall file such form annually on or before January 15.

Article X

Review and Amendment of Bylaws

- A. These bylaws may be waived or amended at any meeting of the Council by a majority vote of those present, provided notice of the substance of the proposed amendment is sent to all Council members at least five (5) days before the meeting.
- B. These bylaws shall be reviewed periodically by the Council and changes made as appropriate.